

TENNESSEE REGULATORY AUTHORITY



Ron Jones, Chairman
Deborah Taylor Tate, Director
Pat Miller, Director
Sara Kyle, Director

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

October 26, 2005

Ms. D. Billye Sanders, Counsel
Waller Lansden Dortch & Davis
Nashville City Center
511 Union Street, Suite 2700
P.O. Box 198966
Nashville, TN 37279

Ms. Jean L. Kiddoo
Mr. Brian McDermott
Swidler Berlin LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116

RE: Docket 05-00292: Petition of McLeodUSA Telecommunications Services, Inc. for
Authority to Complete a Proposed Restructuring

Dear Messrs. Sanders, Kiddo, and McDermott:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by November 1, 2005, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioner filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the petitioner filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your application has been established by any federal agency, provide such with your response.
2. Provide the number of customers that McLeodUSA Telecommunications Services, Inc. (McLeodUSA) currently has in Tennessee.
3. What telecommunication services will McLeodUSA continue to provide under its current CCN in Tennessee after the restructuring?
4. Confirm that McLeodUSA will continue to operate under their present CCN(s) issued by the Authority and business license(s) as filed with the Tennessee Secretary of State's Office.

5. Per the Description of the Restructuring and/or the Plan of Chapter 11 Reorganization of the Petition filed with the Authority on October 20, 2005, provide documentation showing the new and/or proposed capital structure of McLeodUSA's ultimate parent company, McLeodUSA Incorporated, which will result in a change of control of McLeodUSA.

If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,

Handwritten signature of Aster Adams in black ink, followed by the initials "w.p. BB".

Aster Adams, Chief
Competitive Markets & Policy Division

c: Mr. Ron Jones, Chairman
Ms. Sharla Dillon, Docket Room Manager